

RECORDATION NO. 16128-N-0
OCT 9 - 1996 - 10 45 AM
FILED

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 8, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies each of Lease Supplement No. 6 and Security Agreement and Trust Indenture Supplement No. 6, both dated as of March 8, 1996, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Trust Indenture previously filed with the Commission under Recordation Number 16128.

The names and addresses of the parties to the enclosed document are:

Lease Supplement No. 6

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: GE Capital Railcar Associates, Inc.
33 W. Monroe Street
Chicago, Illinois 60603

Counterparts -
E. C. Alvord

Mr. Vernon A. Williams
October 8, 1996
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Security Agreement and Trust Indenture Supplement No. 6

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Security Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02110

A description of the railroad equipment for which reporting marks and road numbers are being changed is set forth on Schedule A attached to each document.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

LEASE SUPPLEMENT NO. 6

RECORDATION NO. 16128-N
OCT 9 1996 10 45 AM
COMMISSION

LEASE SUPPLEMENT NO. 6 ("LEASE SUPPLEMENT NO. 6") dated as of March 8, 1996, between WILMINGTON TRUST COMPANY, a Delaware banking corporation, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 88-3, and GE CAPITAL RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation.

WHEREAS, Lessee leased from Lessor seven hundred eighty-three (783) units of railroad equipment pursuant to an Equipment Lease Agreement, ("Equipment Lease") as supplemented, dated as of December 15, 1988, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988 and given Recordation No. 16128; and

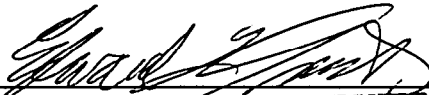
WHEREAS, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated.
2. The Equipment Lease is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1995 to December 31, 1995.

LESSOR:

WILMINGTON TRUST COMPANY
not in its individual capacity but
solely as Owner Trustee under Rail
Trust No. 88-3

By 
Name: **EDWARD L. TRUITT, JR.**
Title: **Financial Services Officer**


LESSEE

GE CAPITAL RAILCAR ASSOCIATES, INC.
as assignee in interest to Itel Rail Corporation

By 
Name: **R.H. Tucker**
Title **Executive Vice President:**

ACKNOWLEDGED BY:

**THE STATE STREET BANK AND
TRUST COMPANY**
as Security Trustee

By 
Name: **Ruth A. Smith**
Title: **Vice President**

STATE OF DELAWARE)

) SS.

COUNTY OF NEW CASTLE)

On this 22 day of March, 1996, before me personally appeared EO Smith, personally known to me to be the person who executed the within instrument as Gen Sucs Officer of WILMINGTON TRUST BANK, and acknowledged to me that the corporation executed it.

Cheryl Ann MacNeill
Notary Public

CHERYL ANN MACNEILL
NOTARY PUBLIC

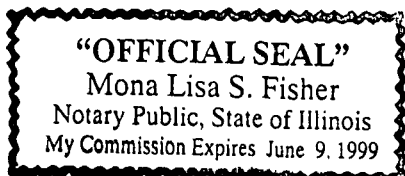
My commission expires November 2, 1997

STATE OF ILLINOIS)

) SS.

COUNTY OF COOK)

On this 1st day of Oct, 1996, before me personally appeared R.H. TUCKER, personally known to me to be the person who executed the within instrument as Executive Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Mona Lisa S. Fisher
Notary Public

STATE OF MASSACHUSETTS)

) SS. Boston

COUNTY OF NORFOLK)

On this 3rd day of October, 1996, before me personally appeared Ruth A. Smith, personally known to me to be the person who executed the within instrument as VICE PRESIDENT of THE STATE STREET BANK & TRUST COMPANY, and acknowledged to me that the corporation executed it.

Laura L. Morse
Notary Public

LAURA MORSE
Notary Public
My Commission Expires July 26, 2002

LEASE SUPPLEMENT NO. 6
TO RAIL TRUST NO. 88-3

SCHEDULE A

Remarks for Period 1/1/95 - 12/31/95

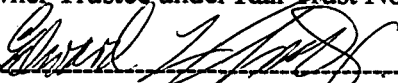
<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
KWT	009004	TSBY	009004
KWT	009006	TSBY	009006
KWT	009010	TSBY	009010
KWT	009011	TSBY	009011
KWT	009016	TSBY	009016
KWT	009027	TSBY	009027
KWT	009030	TSBY	009030
KWT	009041	TSBY	009041
KWT	009047	TSBY	009047
WCT	008532	ITLX	040641
WCT	043352	ITLX	040668
WCT	043530	ITLX	040688
WCT	043535	ITLX	040689
WCT	045260	ITLX	040735
UTCX	044582	PLCX	026720
WCTR	043518	ITLX	040684
WCTR	043642	ITLX	040709
KCS	025589	PLCX	025589
KCS	025620	PLCX	025620
KCS	025628	PLCX	025628
KCS	025634	PLCX	025634

LIMITATION OF LIABILITY RIDER

It is expressly understood and agreed to by the parties hereto that (i) this Lease Supplement No. 6 is executed and delivered by Wilmington Trust Company on behalf of Rail Trust No. 88-3, not individually or personally but solely as the Owner Trustee under the Trust Agreement of Rail Trust No. 88-3, in the exercise of the power and authority conferred and vested in it as Trustee; and (ii) each of the representations, undertakings and agreements herein on the part of Rail Trust No. 88-3 is made and intended not as the personal representation, undertaking and agreement by the Owner Trustee or Wilmington Trust Company but is made and intended for the purpose of binding only Rail Trust 88-3. The parties shall look solely to the trust estate of Rail Trust No. 88-3 established pursuant to the aforementioned Trust Agreement and not to the Owner Trustee or Wilmington Trust Company for the satisfaction of any and all claims, liabilities, damages, losses, costs or expenses of any party hereto arising out of or relating to the nonperformance by Rail Trust No. 88-3 of its obligations hereunder.

Dated this 21st day of March, 1996.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee under Rail Trust No. 88-3

By: 

Name: **EDWARD L. TRUITT, JR.**

Title: **Financial Services Officer**

GE CAPITAL RAILCAR ASSOCIATES, INC.
as Assignee in Interest to Ite Rail Corporation

By: 

Name: **R.H. Tucker**

Title: **Executive Vice President**

STATE STREET BANK & TRUST COMPANY
as Security Trustee

By: 

Name: **Ruth A. Smith**

Title: **Vice President**